

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Bond No. 41185812

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In re: : Chapter 11
RIDGEMOUR MEYER PROPERTIES, LLC, : Case No. 08-13153 (SMB)
Debtor. :

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UNDERTAKING ON PLAN CONFIRMATION

KNOW ALL MEN BY THESE PRESENTS that we, W & A Development, LLC ("W & A") and WP Development Corp. ("WPD") ("W & A" and "WPD", respectively, together, the "Equity Holders") together with William A. Meyer and A.J. Rotonde (Equity Holders, William A. Meyer and Rotonde collectively, where appropriate, "Proponents"), with addresses at Suite 407, 1601 Belvedere Road, West Palm Beach, FL 33406, as Principals; and Platte River Insurance Company as Surety, with an address at 1600 Aspen Commons, Middleton, WI 53562, are held and firmly bound to Goetz Fitzpatrick LLP in the penal sum of Three Hundred Sixty Five Thousand and 00/100 (\$365,000) Dollars, lawful money of the United States for which payment well and truly to be made, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally firmly by these presents.

SIGNED, SEALED and DATED this 26 day of October, 2009.

WHEREAS, W & A Development, LLC ("W & A") and WP Development Corp. ("WPD") ("W & A" and "WPD", respectively, together, the "Equity Holders") together with William A. Meyer and A.J. Rotonde (Equity Holders, William A. Meyer and Rotonde collectively, where appropriate, "Proponents") in the above-captioned Chapter 11 proceeding have obtained the entry, on August 24, 2009 of an order approving the Fourth Amended Disclosure Statement (the "Disclosure Statement"), relating to the Fourth Amended Plan of Reorganization (the "Plan"); and

WHEREAS, creditor, Goetz Fitzpatrick LLP, has filed a claim in the amount of \$350,555.49 on October 6, 2008, referred to as Claim No. 5, which claim has yet to be fixed by the Court and will bear interest at the rate of 2.22% from August 11, 2008 to the date paid, and

WHEREAS, Proponents wish to contest the allowance or disallowance of the claim of Goetz Fitzpatrick LLP against the Estate,

WHEREAS, the Proponents, having offices and principal places of businesses as listed therein, do hereby, pursuant to 11 U.S.C. §1129(a)(11) and Fed.R. Bankr.P. Rule 3020 promise to pay to Goetz Fitzpatrick LLP the amount of their claims as fixed by the Court, together with interest, at the rate of 2.22% from August 11, 2008 to the date paid, such amount inclusive of

interest and in no event to exceed the aggregate sum of \$365,000 and be ascertained by a hearing on notice to affected parties, or otherwise as the Court shall direct.

NOW, THEREFORE, the condition of this obligation is such that if the above bounded Principals, their administrators, successors and assigns shall well and truly pay an award which may be recovered in a proceeding to determine the claims of Goetz Fitzpatrick LLP, in no event to exceed the sum of Three Hundred Sixty Five Thousand and 00/100 (\$365,000.00) Dollars, then this obligation shall be void, otherwise to remain in full force and effect.

Dated: October 26, 2009

W & A Development, LLC

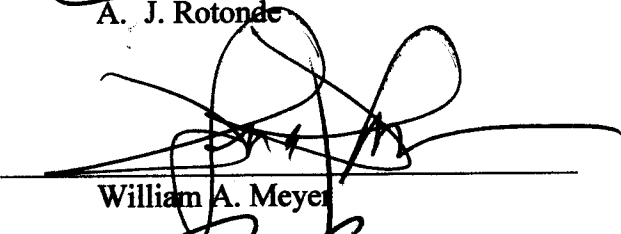
By: 

William A. Meyer, Manager

WP Development Corp

By: 

A. J. Rotonde


William A. Meyer

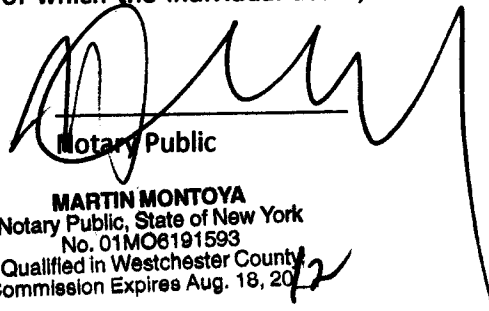

A.J. Rotonde

Platte River Insurance Company

By: 

Randall K. Moon Jr., Attorney-In-Fact

On the 26th day of October, 2009 before me, the undersigned, a notary in and for said state, personally appeared Anthony Katade Jr. personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

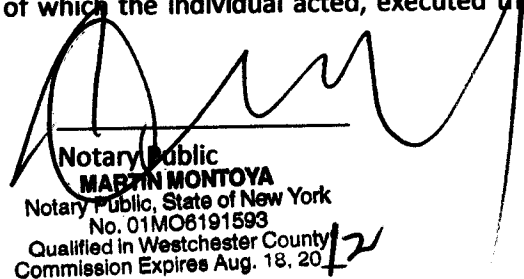

Notary Public
MARTIN MONTOYA
Notary Public, State of New York
No. 01MO6191593
Qualified in Westchester County
Commission Expires Aug. 18, 2012

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On the 26th day of October, 2009 before me, the undersigned, a notary in and for said state, personally appeared Anthony Katade Jr. personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public
MARTIN MONTOYA
Notary Public, State of New York
No. 01MO6191593
Qualified in Westchester County
Commission Expires Aug. 18, 2012

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

STATE OF ~~NEW YORK~~ Florida)

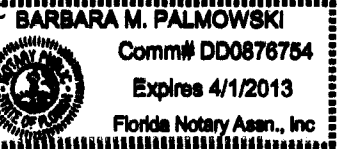
) ss.:

Palm Beach
COUNTY OF ~~NEW YORK~~)

On the 26 day of October 2009 before me, the undersigned, a notary in and for said state, personally appeared William A. Hoyer, Manager personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

B. Palmowski

Notary Public



STATE OF ~~NEW YORK~~ Florida)

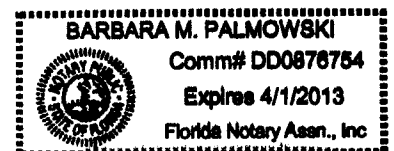
) ss.:

Palm Beach
COUNTY OF ~~NEW YORK~~)

On the 26 day of October 2009 before me, the undersigned, a notary in and for said state, personally appeared William A. Hoyer personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

B. Palmowski

Notary Public



ILLINOIS
STATE OF ~~NEW YORK~~)

) ss.:

DUPAGE
COUNTY OF ~~NEW YORK~~)

On the 16 day of October 2009 before me, the undersigned, a notary in and for said state, personally appeared RANDALL K MOON JR personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

"OFFICIAL SEAL"
Patricia A. Joseph
Notary Public, State of Illinois
My Commission Expires 4/24/2013


Notary Public

STATE OF WISCONSIN)

) ss.:

COUNTY OF _____)

On the ____ day of October 2009 before me, the undersigned, a notary in and for said state, personally appeared _____ personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

**PLATTE RIVER INSURANCE COMPANY
POWER OF ATTORNEY**

41185812

KNOW ALL MEN BY THESE PRESENTS, That the **PLATTE RIVER INSURANCE COMPANY**, a corporation of the State of Nebraska, having its principal offices in the City of Middleton, Wisconsin, does make, constitute and appoint

-----RANDALL K MOON, JR; WILLIAM T KRUMM; JON A SCHROEDER; SHARON A SONDERMAN-----
-----KAREN E SOCHA; HAROLD MILLER JR-----

its true and lawful Attorney(s)-in-fact, to make, execute, seal and deliver for and on its behalf, as surety, and as its act and deed, any and all bonds, undertakings and contracts of suretyship, provided that no bond or undertaking or contract of suretyship executed under this authority shall exceed in amount the sum of

----- ALL WRITTEN INSTRUMENTS IN AN AMOUNT: \$3,500,000.00 -----

This Power of Attorney is granted and is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of **PLATTE RIVER INSURANCE COMPANY** at a meeting duly called and held on the 8th day of January, 2002.

"RESOLVED, that the President, and Vice-President, the Secretary or Treasurer, acting individually or otherwise, be and they hereby are granted the power and authorization to appoint by a Power of Attorney for the purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, one or more vice-presidents, assistant secretaries and attorney(s)-in-fact, each appointee to have the powers and duties usual to such offices to the business of the Corporation; the signature of such officers and the seal of the Corporation may be affixed to such power of attorney or to any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Corporation in the future with respect to any bond or undertaking or other writing obligatory in the nature thereof to which it is attached. Any such appointment may be revoked, for cause, or without cause, by any of said officers, at any time."

IN WITNESS WHEREOF, the **PLATTE RIVER INSURANCE COMPANY** has caused these presents to be signed by its officer undersigned and its corporate seal to be hereto affixed duly attested, this 1st day of January, 2007.

Attest:

David F. Pauly
David F. Pauly
Chairman & CEO

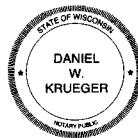


PLATTE RIVER INSURANCE COMPANY

James J. McIntyre
James J. McIntyre
President

STATE OF WISCONSIN } S.S.:
COUNTY OF DANE

On the 1st day of January, 2007 before me personally came James J. McIntyre, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Dane, State of Wisconsin; that he is President of **PLATTE RIVER INSURANCE COMPANY**, the corporation described in and which executed the above instrument; that he knows the seal of the said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.



STATE OF WISCONSIN } S.S.:
COUNTY OF DANE

CERTIFICATE

Daniel W. Krueger
Daniel W. Krueger
Notary Public, Dane Co., WI
My Commission Is Permanent

I, the undersigned, duly elected to the office stated below, now the incumbent in **PLATTE RIVER INSURANCE COMPANY**, a Nebraska Corporation, authorized to make this certificate, **DO HEREBY CERTIFY** that the foregoing attached Power of Attorney remains in full force and has not been revoked; and furthermore, that the Resolution of the Board of Directors, set forth in the Power of Attorney is now in force.

Signed and sealed at the City of Middleton, State of Wisconsin this 26 day of October, 2009 *S. S.*



Alan S. Ogilvie
Alan S. Ogilvie
Secretary

THIS DOCUMENT IS NOT VALID UNLESS PRINTED ON GREEN SHADED BACKGROUND WITH A RED SERIAL NUMBER IN THE UPPER RIGHT HAND CORNER. IF YOU HAVE ANY QUESTIONS CONCERNING THE AUTHENTICITY OF THIS DOCUMENT CALL 800-475-4450.

PR-POA (8-07)